

## **Proposed agenda to Extraordinary General Meeting in Anoto Group AB (publ)**

### **Proposed agenda**

1. Opening of the Meeting
2. Election of Chairman at the Meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. Resolution on a reverse share split and amendment of the Articles of Association
8. Resolution to amend certain terms and conditions in respect of the incentive schemes approved at the Annual General Meeting 2017
9. Closing of the Meeting

### **Proposals**

#### **Resolutions on a reverse share split and amendment of the Articles of Association (item 7)**

The Board of Directors proposes that the EGM resolves on a reverse share split 1:30, whereby thirty (30) existing shares becoming one (1) share. The resolution by the EGM regarding the reverse share split is conditional upon the registration of the proposed amendments of the Articles of Association with the Swedish Companies Registration Office.

The resolution to implement a reverse share split shall furthermore be conditional upon the acceptance of Nerthus Investments Limited, the largest shareholder of the Company, to transfer shares for no consideration to shareholders of the Company whose number of shares is not evenly divided by 30. Nerthus Investment Limited has also undertaken to round down its remaining shareholding in the Company to the nearest number evenly divided by 30.

The Board of Directors proposes that the Board of Directors shall be authorised to determine the record date for the reverse share split. Further information regarding the reverse share split, including the record date and details regarding the trading of the Anoto share on Nasdaq Stockholm, will be announced as soon as the Board of Directors has resolved on the record date for the reverse split.

To effectuate the reverse split the Board of Directors proposes that the EGM resolves to amend Section 5 of the Articles of Association, whereby the minimum and maximum number of shares in the Company shall be 33,333,333, and 133,333,332 respectively.

## **Resolution to amend certain terms and conditions in respect of the incentive schemes approved at the Annual General Meeting 2017 (item 8)**

At the Annual General Meeting (AGM) of the Company held on 30 June 2017 it was resolved to implement an incentive scheme for senior executives and also an incentive scheme for the board members of Anoto.

The incentive scheme for senior executives means that the participants, free of charge, will be allocated stock options. The options will be exercisable one third per year over the term of the scheme and the vesting of the options is contingent on the participant, except for the CEO, having been employed by the Group for at least 12 months from the date of the grant of the options. In respect of the CEO, the first half of the options is contingent on that the CEO has been employed by the Group, or has been a board member of the Company, or at least available for re-election as a board member, for at least 12 months from the date of grant of the options, and the second half of the options is contingent on that the CEO has been employed by the Group, or has been a board member of the Company, or at least available for re-election as a board member, for at least 24 months from the date of grant of the options. The options can be exercised to purchase shares in the Company no later than on 31 August 2020. Each option entitles the participant to purchase one share in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 19 June 2017 up to and including 29 June 2017.

The incentive scheme for board members means that the participants, free of charge, will be allocated stock options. The options will be exercisable one third per year over the term of the scheme and the vesting of the options is contingent on the participant being or having been a board member of the Company, or at least available for re-election as a board member, for at least 12 months from the date of allocation of the stock options. The options can be exercised to purchase shares in the Company no later than on 31 August 2020. Each option entitles the participant to purchase one share in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 19 June 2017 up to and including 29 June 2017.

The principal shareholders, SMark Co. Limited and Nerthus Investments Limited, now propose that the EGM resolves to amend certain terms and conditions in respect of the above incentive schemes. Instead of the options being exercisable with one third per year over the term of the schemes, all options shall be exercisable in full following vesting until the later of 31 August 2020 and two years following fulfilment of the vesting conditions described above.

### **Other**

According to Chapter 7, section 32 of the Swedish Companies Act, at a General Meeting the shareholders are entitled to require information from the Board of Directors and CEO regarding circumstances which may affect items on the agenda and circumstances which may affect the Company's financial situation.

### **Number of shares and votes in the Company**

As of 2 August 2017, the total number of shares and votes in the Company was 2,776,942,732. The Company is not holding any own shares.

Lund, August 2017

**Anoto Group AB (publ)**

The Board of Directors